

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

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BANK OF AMERICA, N.A.,

Plaintiff,

vs.

APOLLO ENTERPRISE SOLUTIONS, LLC,  
APOLLO ENTERPRISE SOLUTIONS, INC., and  
MORIAH PARTNERS, LLC,

Defendant.

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x

Civil Action No. 10-5707 (DLC)

DECLARATION OF JOE R.  
WHATLEY, JR.

x

Joe R. Whatley, Jr. declares under penalty of perjury as follows:

1. I am a member of Whatley, Drake & Kallas, LLC, counsel for Defendants in this action.

2. I submit this declaration to provide the Court with the portions of depositions that are being offered by Defendants Apollo Enterprise Solutions, LLC and Apollo Enterprise Solutions, Inc. (collectively, "Apollo") as substantive evidence, along with a synopsis (with transcript citations) of such testimony for each deposition.

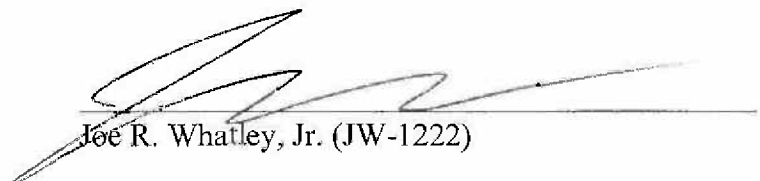
3. Attached hereto as Exhibit A are the portions of the deposition testimony of Dana Wassam, Senior Vice President of the Card Division of Plaintiff Bank of America, N.A. ("B of A"), being offered as substantive evidence by Apollo, along with a synopsis of Ms. Wassam's testimony.

4. Attached hereto as Exhibit B are the portions of the deposition testimony of Ahn-Thu T. Gates, Vice President within the Sourcing Team of B of A, being offered as substantive evidence by Apollo, along with a synopsis of Ms. Gate's testimony.

5. Attached hereto as Exhibit C are the portions of the deposition testimony of G. Christopher Imrey, founder and former President of Apollo, being offered as substantive evidence by Apollo, along with a synopsis of Mr. Imrey's testimony.

6. Attached hereto as Exhibit D are the portions of the deposition testimony of Evan Pinchuk, Vice President of Compliance and Security of Apollo, being offered as substantive evidence by Apollo, along with a synopsis of Mr. Pinchuk's testimony.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge. Executed at New York, New York on September 30, 2010.

  
Joe R. Whatley, Jr. (JW-1222)